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Exhibit A

[PROPOSED] Interim Order

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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

Debtor.

Tax I.D. No. 94-3234914

Case Nos. 19-____ (____)
19-____ (____)

Chapter 11

**[PROPOSED] INTERIM ORDER
PURSUANT TO 11 U.S.C. §§ 105(A) AND
362 ESTABLISHING NOTIFICATION
PROCEDURES AND APPROVING
RESTRICTIONS ON CERTAIN
TRANSFERS OF STOCK OF, AND
CLAIMS AGAINST, THE DEBTORS**

In re:

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtor.

Tax I.D. No. 94-0742640

Date:
Time:
Place:

DEBTORS' MOTION FOR NOTIFICATION

PROCEDURES AND TRANSFER RESTRICTIONS
- EXHIBIT A

Upon the Motion, dated _____, 2019 (the “**Motion**”),¹ of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 105(a) and 362 of title 11 of the United States Code (the “**Bankruptcy Code**”), for entry of interim and final orders establishing procedures to protect the potential value of the Debtors’ consolidated net operating loss carryforwards (the “**NOLs**”) and other tax benefits (collectively, the “**Tax Attributes**”) for use in connection with the reorganization of the Debtors, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.) and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and the Wells Declaration; and this Court having held a hearing on the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis, as provided herein.
2. The provisions of this Interim Order shall be effective *nunc pro tunc* to the Petition Date.

¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

3. The restrictions, notification requirements, and other procedures annexed hereto as **Exhibit 1** (the “**Procedures**”) are hereby approved and shall apply to all trading and transfers of PG&E Stock.

4. Until further order of this Court to the contrary, any acquisition or trading of PG&E Stock in violation of the Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to this Court’s equitable powers under section 105(a) of the Bankruptcy Code.

5. Any person (including any Entity) or Acquiring Group that acquires PG&E Stock in violation of this Interim Order or the Procedures or that otherwise fails to comply with their requirements, shall be subject to such sanctions as this Court may consider appropriate pursuant to this Court’s equitable power under section 105(a) of the Bankruptcy Code.

6. The notices substantially in the forms annexed hereto as **Exhibit 2**, and **Exhibit 3** are hereby approved.

7. Within three (3) business days of the entry of this Interim Order, the Debtors shall send the notice of this Interim Order (the “**Notice of Interim Order**”) annexed hereto as **Exhibit 4** to all parties that were served with notice of the Motion, publish the Notice of Interim Order once in the national edition of *The New York Times* and the *San Francisco Chronicle*, and post the Procedures to the website established by Prime Clerk for these chapter 11 cases (which website address shall be identified in the Notice of Interim Order), such notice being reasonably calculated to provide notice to all parties that may be affected by the Procedures, whether known or unknown, and no further notice of the Procedures shall be necessary.

8. Nothing herein shall preclude any person desirous of acquiring any PG&E Stock from requesting relief from this Interim Order from this Court, subject to the Debtors’ rights to oppose such relief.

9. Notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion.

10. The relief granted in this Interim Order is intended solely to permit the Debtors to protect, preserve, and maximize the value of their Tax Attributes; accordingly, other than to the extent that this

1 Interim Order expressly conditions or restricts trading in PG&E Stock, nothing in this Interim Order or
2 in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any
3 holders of PG&E Stock, including in connection with the treatment of any such stock under any chapter
4 11 plan or any applicable bankruptcy court order.

5 11. The requirements set forth in this Interim Order are in addition to the requirements of
6 Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws and do not excuse
7 noncompliance therewith.

8 12. The Debtors are authorized to take all steps necessary or appropriate to carry out this
9 Interim Order.

10 13. A final hearing to consider the relief requested in the Motion shall be held on _____,
11 ____ at _____ (Prevailing Pacific Time) and any objections or responses to the Motion shall be filed
12 and served so as to be actually received on or prior to _____, ____ at 4:00 p.m. (Prevailing Pacific
13 Time).

14 14. This Court shall retain jurisdiction to hear and determine all matters arising from or
15 related to the implementation, interpretation, or enforcement of this Interim Order.

16 ** END OF ORDER **
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Exhibit 1 to Interim Order

Procedures

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

Debtor.

Tax I.D. No. 94-3234914

Case Nos. 19-____(____)
19-____(____)

Chapter 11

**NOTICES, RESTRICTIONS, AND OTHER
PROCEDURES REGARDING
OWNERSHIP AND ACQUISITIONS OF
STOCK OF THE DEBTORS**

In re:

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtor.

Tax I.D. No. 94-0742640

Date:
Time:
Place:

**TO ALL PERSONS (INCLUDING ENTITIES) THAT OWN STOCK OF THE
DEBTORS:**

Pursuant to that certain *Interim Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the Debtors* (the “**Interim Order**”) entered by the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”) on _____, 2019, Docket No. _____, the following restrictions, notification requirements, and/or other procedures (collectively, the “**Procedures**”) apply to all trading and transfers of stock of the Debtors.¹

A. PG&E Stock Restrictions

(1) Definitions. For purposes of these Procedures, the following terms have the following meanings:

(a) “**PG&E Corp.**” shall mean PG&E Corporation.

(b) “**Utility**” shall mean Pacific Gas and Electric Company.

¹ Capitalized terms used but not defined herein (in particular, see definitions in paragraphs A(1) below) shall have the meanings ascribed to them in the Interim Order.

(c) **“Common Stock”** shall mean common stock issued by PG&E Corp.

(d) **“Preferred Stock”** shall mean preferred stock issued by Utility.

(e) **“Option”** shall mean any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

(f) **“PG&E Stock”** shall mean, collectively, Common Stock and Preferred Stock. For the avoidance of doubt, by operation of the definition of beneficial ownership, an owner of an Option to acquire PG&E Stock may be treated as the owner of such PG&E Stock.

(g) **“Beneficial ownership”** of PG&E Stock and Options to acquire PG&E Stock shall be determined in accordance with section 382 of the title 26 of the United States Code (the **“Tax Code”**), the regulations promulgated by the U.S. Department of Treasury under the Tax Code (the **“Treasury Regulations”**), and rulings issued by the Internal Revenue Service (the **“IRS”**), and as described herein, and, thus, to the extent provided in those sources, from time to time shall include, without limitation, (i) direct and indirect ownership (but determined without regard to any rule that treats stock of an entity as to which the constructive ownership rules apply as no longer owned by that entity), e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries, (ii) ownership by a holder’s family members, (iii) ownership by any Entity, and (iv) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire PG&E Stock.

(h) **“Acquiring Group”** shall mean any group of persons (including any Entity) that has a plan or arrangement to acquire beneficial ownership of the stock of more than one Debtor within the meaning of Treasury Regulations section 1.1502-92(c)(3)(i).

(i) **“Entity”** shall mean any “entity” as such term is defined in Treasury Regulations section 1.382-3(a), including any group of persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition of PG&E Stock.

(j) **“Substantial Stockholder”** shall mean any person (including any Entity) or Acquiring Group that beneficially owns at least 24.6 million shares of Common Stock (representing

approximately 4.75% of all issued and outstanding shares of Common Stock).

(2) Notice of Substantial Ownership. Any person (including any Entity) or Acquiring Group that beneficially owns, at any time on or after the Petition Date, PG&E Stock in an amount sufficient to qualify such person or Acquiring Group as a Substantial Stockholder shall file with the Bankruptcy Court, and serve upon (a) PG&E Corporation, 77 Beale Street, P.O. Box 770000 San Francisco, California 94177 (Attn: Mark Caron); (b) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.; Jessica Liou, Esq.; Matthew Goren, Esq.; Kevin Bostel, Esq.), as proposed counsel to the Debtors; (c) counsel to any statutory committees appointed in the Chapter 11 Cases (each an “**Official Committee**”); and (d) counsel to the lenders under the Debtors’ proposed debtor in possession financing facility (the “**DIP Lenders**”) (collectively, the “**Disclosure Parties**”) a notice of such person’s or Acquiring Group’s substantial ownership (a “**Substantial Stock Ownership Notice**”), in substantially the form annexed to the Interim Order as Exhibit 2, which describes specifically and in detail such person’s or Acquiring Group’s ownership of PG&E Stock, on or before the date that is the later of (x) twenty (20) calendar days after the entry of the order granting the requested relief or (y) ten (10) business days after such person or Acquiring Group qualifies as a Substantial Stockholder. At the election of the filing person or Acquiring Group, the Substantial Stock Ownership Notice to be filed with the Bankruptcy Court (but not the Substantial Stock Ownership Notice that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for any Official Committee) may be redacted to exclude the taxpayer identification number and the amount of PG&E Stock beneficially owned.

(3) Acquisition of PG&E Stock. At least twenty (20) business days prior to the proposed date of any transfer of PG&E Stock or exercise of any Option to acquire PG&E Stock that would result in an increase in the amount of PG&E Stock beneficially owned by any person (including any Entity) or Acquiring Group that currently is or, as a result of the proposed acquisition transaction, would be a Substantial Stockholder (a “**Proposed Acquisition Transaction**”), such person, Acquiring Group or Substantial Stockholder (a “**Proposed Transferee**”) shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of such Proposed Transferee’s intent to purchase, acquire, or otherwise

1 accumulate PG&E Stock (an “**Acquisition Notice**”), in substantially the form annexed to the Interim
2 Order as **Exhibit 3**, which describes specifically and in detail the Proposed Acquisition Transaction. At
3 the election of the filing person or Acquiring Group, the Acquisition Notice to be filed with the
4 Bankruptcy Court (but not the Acquisition Notice that is served upon the Debtors, the attorneys for the
5 Debtors, and the attorneys for any Official Committee) may be redacted to exclude the taxpayer
6 identification number and the amount of PG&E Stock beneficially owned.

7 (4) Objection Procedures. The Debtors and any Official Committee shall have fifteen (15)
8 business days after the filing of an Acquisition Notice (the “**Objection Period**”) to file with the
9 Bankruptcy Court and serve on a Proposed Transferee, an objection (each, an “**Objection**”) to any
10 Proposed Acquisition described in such Acquisition Notice. If the Debtors or any Official Committee
11 files an Objection by the expiration of the Objection Period (the “**Objection Deadline**”), then the
12 applicable Proposed Acquisition Transaction shall not be effective unless approved by a final and
13 nonappealable order of the Bankruptcy Court. If neither the Debtors nor any Official Committee file an
14 Objection by the Objection Deadline or if the Debtors and any and all Official Committees provide
15 written authorization to the Proposed Transferee approving the Proposed Acquisition Transaction prior
16 to the Objection Deadline, then such Proposed Acquisition Transaction may proceed solely as
17 specifically described in the applicable Acquisition Notice. Any further Proposed Acquisition
18 Transaction must be the subject of an additional Acquisition Notice and Objection Period.

19 **B. Noncompliance with the Procedures**

20 Any transfer of PG&E Stock in violation of these Procedures shall be null and void *ab initio* as
21 an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to the
22 Bankruptcy Court’s equitable powers under section 105(a) of the Bankruptcy Code. Furthermore, any
23 person (including any Entity) or Acquiring Group that acquires PG&E Stock in violation of these
24 Procedures shall be subject to sanctions as provided by law.

25 **C. Debtors’ Right to Waive**

26 **The Debtors may waive, in writing, any and all restrictions, stays, and notification**
27 **Procedures contained in this Notice.**
28

1 Dated: San Francisco, California

BY ORDER OF THE COURT

2 _____, 2019

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Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

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Exhibit 2 to Interim Order
Notice of Substantial Stock Ownership

DEBTORS' MOTION FOR NOTIFICATION

PROCEDURES AND TRANSFER RESTRICTIONS
– EXHIBIT 2 TO INTERIM ORDER

1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4 In re:

5 PG&E CORPORATION,

6 Debtor.

7 Tax I.D. No. 94-3234914

Case Nos. 19-
19-

Chapter 11

NOTICES OF SUBSTANTIAL STOCK
OWNERSHIP

8 In re:

9 PACIFIC GAS AND ELECTRIC
COMPANY,

10 Debtor.

11 Tax I.D. No. 94-0742640

Date: DATE
Time: TIME
Dept.: DEPT
Judge: Honorable NAME

12
13 PLEASE TAKE NOTICE that, pursuant to that certain *Interim Order Establishing Notification*
14 *Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the*
15 *Debtors*, dated [____], 2019, Docket No. [] (with all exhibits thereto, the “**Interim Order**”),
16 [Name of Filer] (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer beneficially
17 owns:

- 18 (i) _____ shares of Common Stock, ¹
19 (ii) _____ shares of Preferred Stock, and/or
20 (iii) Options to acquire _____ shares of PG&E Stock,

21 PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is
22 _____.

23 PLEASE TAKE FURTHER NOTICE that the following table sets forth the following
24 information:

25 For Common Stock, Preferred Stock and/or Options to acquire PG&E Stock that are owned
26 directly by the Filer, the table sets forth (a) the number of such shares, the number of such interests
27 _____

28 ¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1**
to the Interim Order.

and/or the number of shares underlying Options beneficially owned by such Filer and (b) the date(s) on which such shares and/or Options were acquired (categorized by class, as applicable).

In the case of Common Stock or Preferred Stock and/or Options to acquire PG&E Stock that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer or owned by an Acquiring Group of which the Filer is a member, the table sets forth (a) the name(s) of each record or legal owner of such shares of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock that are beneficially owned by the Filer, (b) the number of shares of Common Stock, the number of shares of Preferred Stock and/or the number of shares of PG&E Stock underlying Options beneficially owned by such Filer, and (c) the date(s) on which such Common Stock, Preferred Stock and/or Options were acquired (categorized by class, as applicable). Any shares that are included solely as a result of the Filer being a member of an Acquiring Group are designated with an asterisk (*).

<i>Class</i>	<i>Name of Owner</i>	<i>Shares Owned</i>	<i>Shares Underlying Options Owned</i>	<i>Date(s) Acquired</i>
Common Stock				
Preferred Stock				

(Attach additional pages if necessary.)

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

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Exhibit 3 to Interim Order

Notice of Intent to Purchase, Acquire, or Otherwise Accumulate PG&E Stock

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

Debtor.

Tax I.D. No. 94-3234914

Case Nos. 19-
19-

Chapter 11

**NOTICE OF INTENT TO PURCHASE,
ACQUIRE, OR OTHERWISE
ACCUMULATE PG&E STOCK**

In re:

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtor.

Tax I.D. No. 94-0742640

Date: DATE
Time: TIME
Dept.: DEPT
Judge: Honorable NAME

PLEASE TAKE NOTICE that, pursuant to that certain *Interim Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the Debtors*, dated [____], 2019, Docket No. [] (with all exhibits thereto, the “**Interim Order**”), [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to purchase, acquire, or otherwise accumulate directly one or more shares of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock and/or (ii) a proposed purchase or acquisition of Common Stock,¹ Preferred Stock and/or Options to acquire PG&E Stock that would result in an increase in the number of shares of Common Stock, Preferred Stock and/or number of shares of PG&E Stock underlying Options that are beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Acquisition**”).

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Acquisition involves the purchase or acquisition directly by the Filer of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock, the table sets forth (a) the

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in **Exhibit 1** to the Interim Order.

number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock underlying Options proposed to be purchased or acquired and (b) the date(s) of such Proposed Acquisition (categorized by class, as applicable).

2. If the Proposed Acquisition involves the purchase or acquisition of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock by a person (including any Entity) or Acquiring Group other than the Filer, but the Proposed Acquisition nonetheless would increase the number of shares of Common Stock, Preferred Stock and/or number of shares of PG&E Stock underlying Options that are beneficially owned by the Filer or owned by an Acquiring Group of which the Filer is a member, the table sets forth (a) the name(s) of each such person or Acquiring Group that proposes to purchase or acquire such shares of Common Stock, Preferred Stock and/or Options, (b) the number of shares of Common Stock, Preferred Stock and/or number of shares of PG&E Stock underlying Options proposed to be purchased or acquired, and (c) the date(s) of such Proposed Acquisition (categorized by class, as applicable).

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Shares to be Purchased or Acquired</i>	<i>Shares Underlying Options to be Purchased or Acquired</i>	<i>Date(s) of Proposed Acquisition</i>
Common Stock				
Preferred Stock				

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer's beneficial ownership of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock assuming that the Proposed Acquisition is approved and consummated as described above. The table sets forth, as of immediately following the consummation of the Proposed Acquisition, the number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock underlying Options (a) that would be owned directly by the Filer and, (b) in the case of any beneficial ownership by the Filer of Common Stock, Preferred Stock and/or Options that would be owned by another person (including any Entity) or Acquiring Group as record or legal owner, the name(s) of each prospective record or legal owner and the number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock

underlying Options that would be owned by each such record or legal owner (categorized by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to Be Owned</i>	<i>Shares Underlying Options to Be Owned</i>
Common Stock			
Preferred Stock			

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that if the Proposed Acquisition involves a purchase or acquisition of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock directly by the Filer and such Proposed Acquisition would result in (a) an increase in the beneficial ownership of Common Stock, Preferred Stock and/or Options to acquire PG&E Stock by a person (including any Entity) or Acquiring Group (other than the Filer) that currently is a Substantial Stockholder or (b) a person's or Acquiring Group's (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person or Acquiring Group, (ii) the number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock underlying Options that are beneficially owned by such person or Acquiring Group currently (i.e., prior to the Proposed Acquisition), and (iii) the number of shares of Common Stock, Preferred Stock and/or the number of shares of PG&E Stock underlying Options that would be beneficially owned by such person or Acquiring Group immediately following the Proposed Acquisition (categorized by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Owned Currently (i.e., Prior to Proposed Acquisition)</i>	<i>Shares to Be Owned Following Proposed Acquisition</i>	<i>Shares Underlying Options Owned Currently (i.e., Prior to Proposed Acquisition)</i>	<i>Shares Underlying Options to Be Owned Following Proposed Acquisition</i>
Common Stock					
Preferred Stock					

(Attach additional page if necessary.)

1 For each of the tables above, a Filer that is a member of an Acquiring Group shall indicate the
2 shares of PG&E Stock treated as owned or to be owned by the members of such Acquiring Group by
3 including an asterisk next to each entry made above.

4 PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is
5 _____.

6 PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the Filer hereby declares
7 that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge
8 and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and
9 complete.

10 [[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn:
11 [name of attorney]).]

12 Respectfully submitted,

13 _____
14 [Name of Filer]

15 By: _____

16 Name: _____

17 Address: _____

18 Telephone: _____

19 Facsimile: _____

20 Date: _____

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Exhibit 4 to Interim Order

Interim Publication Notice

1 **ATTENTION DIRECT AND INDIRECT HOLDERS OF, AND PROSPECTIVE HOLDERS OF,**
2 **(I) STOCK ISSUED BY PG&E CORPORATION OR PACIFIC GAS & ELECTRIC COMPANY**
3 **AND (II) CERTAIN CLAIMS AGAINST PG&E CORPORATION OR PACIFIC GAS &**
4 **ELECTRIC COMPANY:**

5 Upon the motion (the “**Motion**”) of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas &
6 Electric Company (“**Utility**”) (together with PG&E Corp., the “**Debtors**”), on [●], 2019, the United
7 States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”), having
8 jurisdiction over the chapter 11 cases of the Debtors, captioned as *In re PG&E Corporation, et al.*, Case
9 No. ____ (the “**Chapter 11 Cases**”), entered an interim order establishing procedures (the
10 “**Procedures**”) with respect to direct and indirect trading and transfers of stock of the Debtors and
11 scheduling a hearing on a final order with respect to such Procedures.

12 In certain circumstances, the Procedures restrict transactions involving, and require notices of
13 the holdings of and proposed transactions by, any person or group of persons that is or, as a result of
14 such a transaction, would become, a Substantial Stockholder of the common stock issued by PG&E
15 Corp. (the “**Common Stock**”). For purposes of the Procedures, a “**Substantial Stockholder**” is any
16 person or, in certain cases, group of persons that beneficially own, directly or indirectly (and/or owns
17 options to acquire) at least 24.6 million shares of Common Stock (representing approximately 4.75% of
18 all issued and outstanding shares of Common Stock).” *Any prohibited transfer of stock of the Debtors*
19 *will be null and void ab initio and may lead to contempt, compensatory damages, punitive damages,*
20 *or sanctions being imposed by the Bankruptcy Court.*

21 In addition, the Debtors have requested approval of additional procedures (the “**Claims**
22 **Procedures**”) as part of the final order that set forth (i) certain future circumstances under which any
23 person, group of persons, or entity holding, or which as a result of a proposed transaction may hold, a
24 substantial amount of certain claims against the Debtors may be required to file notice of its holdings of
25 such claims and of proposed transactions, which transactions may be restricted, and (ii) certain limited
26 circumstances thereafter under which such person(s) may be required to sell, by a specified date
27 following the confirmation of a chapter 11 plan of the Debtors, all or a portion of any such claims
28 acquired during the Chapter 11 Cases.

1 *The Procedures, as approved on an interim basis and as requested on a final basis (inclusive*
2 *of the Claims Procedures), are available on the website of Prime Clerk LLC, the Debtors' Court-*
3 *approved claims agent, located at <https://primeclerk.com>, and on the docket of the Chapter 11 Cases,*
4 *Docket No. _____, which can be accessed via PACER at <https://www.pacer.gov>.*

5 **A direct or indirect holder of, or prospective holder of, stock issued by the Debtors that**
6 **may be or become a Substantial Stockholder or a direct or indirect holder of, or prospective holder**
7 **of, a substantial amount of claims against the Debtors should consult the Procedures.**

8 PLEASE TAKE NOTICE that the final hearing on the Motion shall be held on _____,
9 **2019**, at _____ (**Pacific Time**), and any objections or responses to the Motion shall be in writing, filed
10 with the Court (with a copy delivered to Chambers), and served upon (i) Weil, Gotshal & Manges LLP,
11 767 Fifth Avenue, New York, NY 10153 (Attn: Stephen Karotkin, Esq.; Jessica Liou, Esq.; Matthew
12 Goren, Esq.; Kevin Bostel, Esq.), as proposed counsel to the Debtors, and (ii) the Office of the United
13 States Trustee for Region 17 (Attn: Tracy Hope Davis, Esq. and Timothy Lafreddi, Esq.), in each case
14 so as to be received no later than **4:00 p.m. (Pacific Time) on _____, 2019.**

15 PLEASE TAKE FURTHER NOTICE that the requirements set forth in the Procedures are in
16 addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other
17 laws and do not excuse non-compliance therewith.

18
19 Dated: San Francisco, California
20 [●], 2019

BY ORDER OF THE COURT